

# **EXHIBIT 2**

## **Declaration of Jay Wolf**

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14 *Attorneys for Juniper Capital Partners, LLC*

15 **DISTRICT COURT**

16 **CLARK COUNTY, NEVADA**

17 JC HOSPITALITY, LLC, a Delaware limited  
liability company; HRHH PROPCO, LLC, a  
18 Delaware limited liability company; HRHH CAFÉ  
PROPCO, LLC, a Delaware limited liability  
company,

19 Plaintiffs,

20 vs.

21 SLATE THE VOICE LIMITED PARTNERSHIP, a  
Delaware limited partnership; BASE THE VOICE,  
22 LLC, a Delaware limited liability company; ROE  
COMPANIES, 1-10; DOE INDIVIDUALS, 1-10;  
MOE LIMITED LIABILITY COMPANIES, 1-10;  
and NOE PARTNERSHIPS, 1-10,

23 Defendants.

24 Case No.: A-19-803234-B

25 Dept. No.: 27

26 **DECLARATION OF JAY WOLF IN  
SUPPORT OF COUNTER-DEFENDANT  
JUNIPER CAPITAL PARTNERS, LLC'S  
MOTION TO DISMISS FOR LACK OF  
PERSONAL JURISDICTION**

27 **(HEARING REQUESTED)**

1 SLATE THE VOICE LIMITED PARTNERSHIP, a  
2 Delaware limited partnership; BASE THE VOICE,  
3 LLC, a Delaware limited liability company,

4 Counter-Claimants,  
5 vs.

6 JC HOSPITALITY, LLC, a Delaware limited  
7 liability company, HRHH PROPCO, LLC, a  
8 Delaware limited liability company; HRHH CAFÉ  
9 PROPCO, LLC, a Delaware limited liability  
10 company; JUNIPER CAPITAL PARTNERS, LLC,  
11 a Delaware limited liability company; ROE  
12 COMPANIES 1-10; DOE INDIVIDUALS 1-10;  
13 MOE LIMITED LIABILITY COMPANIES 1-10;  
14 and NOE PARTNERSHIPS 1-10,

15 Counter-Defendants.

16 I, Jay Wolf, under penalty of perjury say:

17 1. I am a Managing Partner of Juniper Capital Partners, LLC (“Juniper Capital  
18 Partners”). I also serve as the Chairman of the Board of JC Hospitality, LLC (“JC Hospitality”). As  
19 such, I have personal knowledge of the business operations of Juniper Capital Partners and JC  
20 Hospitality as well as personal knowledge of their respective organizational structures. I am over the  
21 age of 18 and competent to make this declaration.

22 2. I make this Supplemental Declaration in support of Juniper Capital Partners’ Motion  
23 to Dismiss for Lack of Personal Jurisdiction. By submitting this declaration, Juniper Capital  
24 Partners does not consent to the court’s exercise of personal jurisdiction over it or to submit to  
25 jurisdiction in Nevada. I have personal knowledge of the matters contained in this declaration and I  
26 am competent to testify as to any of the matters contained in this declaration if called upon to do so.

27 3. As noted in my first declaration, JC Hospitality is the current owner of the Hard Rock  
28 Hotel & Casino – Las Vegas (the “Hard Rock”). Juniper Capital Partners is not an affiliate of JC  
Hospitality. As reflected by JC Hospitality’s organizational chart, a true and correct copy of which  
is attached hereto as **Exhibit 1**, JC Hospitality is instead a wholly-owned subsidiary of JC Vegas  
Mezz Co., LLC, which is a wholly-owned subsidiary of JCLPF Vegas, LLC, which is in turn owned  
by various investor groups.

4. In addition to serving as the Chairman of JC Hospitality and Managing Partner of  
Juniper Capital Partners, I have a variety of similar roles with other entities. For example, in  
addition to my positions with JC Hospitality and Juniper Capital Partners, I also sit on the Boards of

1 IMH Financial Corporation and Salucro Health Solutions. I am also a member of the Board of  
2 Governors of Cedars-Siani Hospital. In my experience, it is relatively common for sophisticated  
3 businesses to share directors in some fashion, as it is generally beneficial for companies to have  
4 directors with diversified experience. Of course, that does not mean that IMH Financial  
5 Corporation, Salucro Health Solutions or Cedars-Siani Hospital have any affiliation with Juniper  
6 Capital Partners or JC Hospitality.

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8 I declare under penalty of perjury under the law of the State of Nevada that the foregoing is  
9 true and correct.

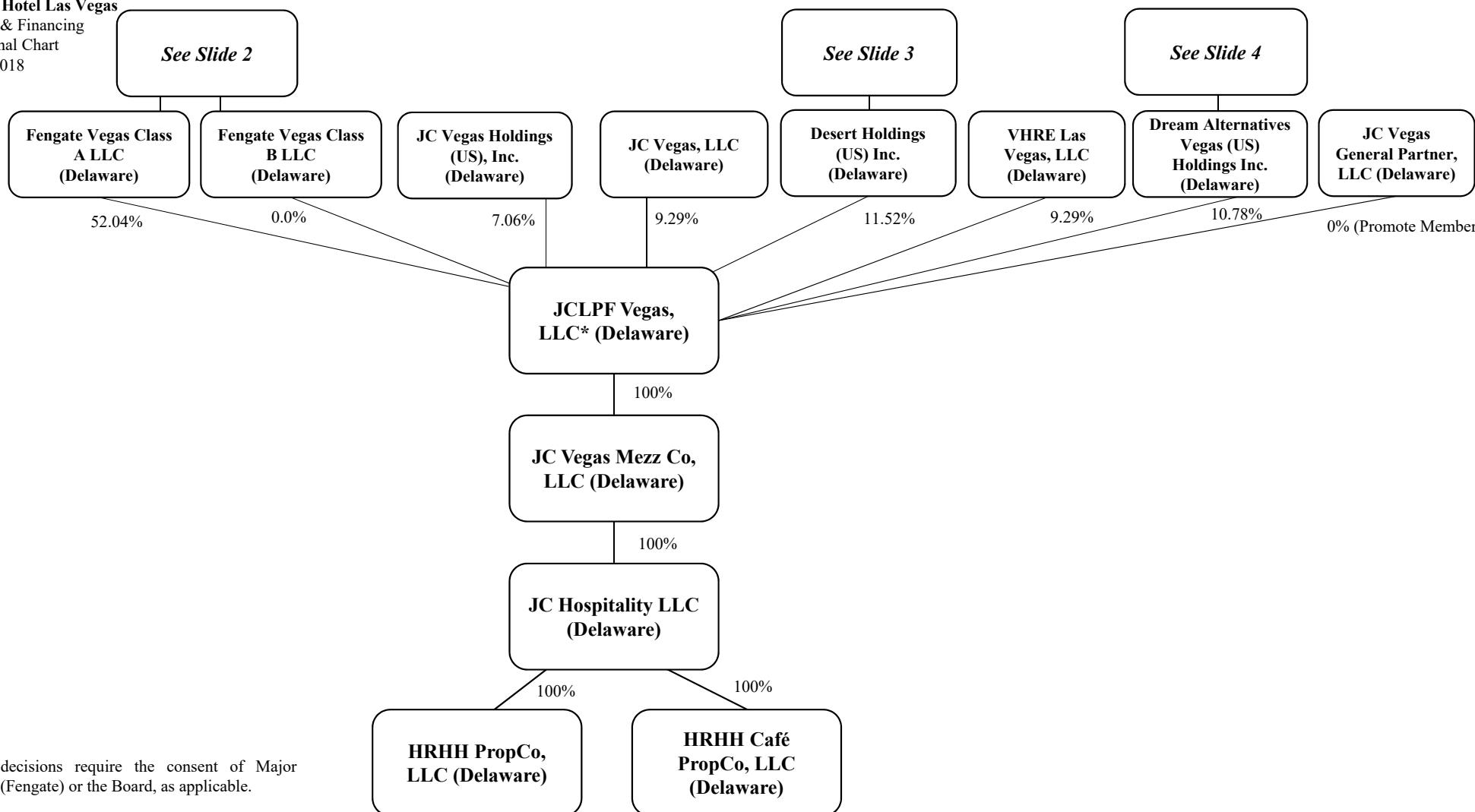
10 Executed: May 21, 2020.

11 DocuSigned by:  
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14 Jay Wolf  
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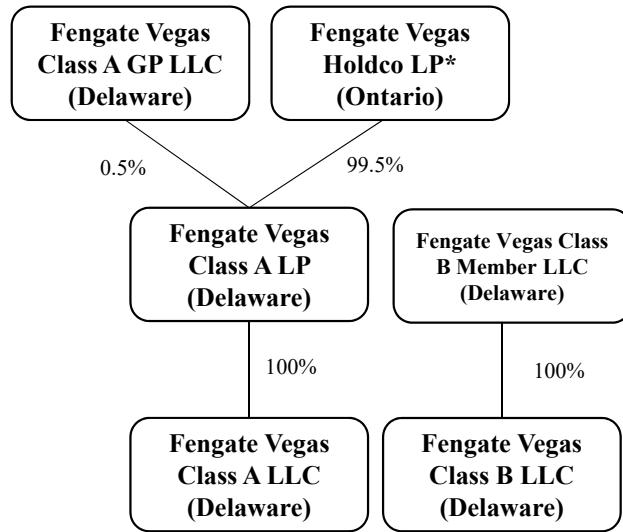
# **EXHIBIT 1**

# **EXHIBIT 1**

**Hard Rock Hotel Las Vegas**  
Acquisition & Financing  
Organizational Chart  
March 30, 2018

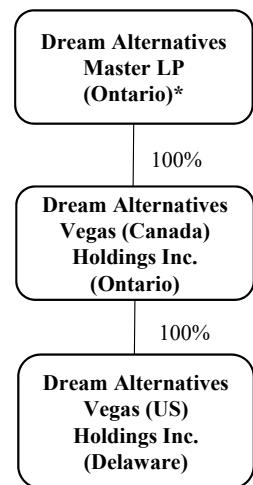


\*Major decisions require the consent of Major Member (Fengate) or the Board, as applicable.



\*Investing on behalf of Labourers' Pension Fund of Central and Eastern Canada (LiUNA's pension fund).





\*Operating entity of Dream Hard Assets Alternative Trust, a publicly traded security on the Toronto Stock Exchange (Symbol: DRA.UN).